

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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June 14, 1999

RECORDATION NO. 16341-F FILED

JUN 17 '99 2-00PM

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of April 1, 1999, and executed by Newcourt Credit Group (Alberta) Inc. and Canadian National Railway Company. A Lease of Equipment #9 was dated as of March 1, 1989. The units covered by the Lease are various flatcars, boxcars and gondolas, more specifically described on Schedule A (3 pages), attached to this letter.

The Lease was recorded with the ICC on May 16, 1989 under primary recordation number 16341.

The parties to the Lease are:

Lessor: SLX Canada Inc., *predecessor in interest to*  
Newcourt Credit Group (Alberta) Inc., *formerly known as*  
Confederation West Leasing Inc.

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

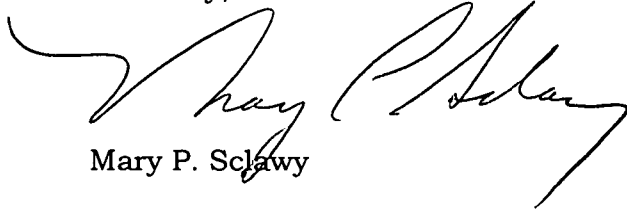
Please accept one counterpart of this document for filing, stamp the remaining

Secretary  
June 14, 1999  
Page 2

counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference SLX/CN Lease #9

## SCHEDULE A

**758 Various 70-ton 50'6" Boxcars built in 1973 and 1974 bearing the following marks and numbers:**

CN 410000 to CN 410002 inclusive;  
CN 410004 to CN 410031 inclusive;  
CN 410033 to CN 410049 inclusive;  
CN 410051 to CN 410055 inclusive;  
CN 410058 to CN 410079 inclusive;  
CN 410081 to CN 410085 inclusive;  
CN 410088;  
CN 410090 to CN 410096 inclusive;  
CN 410098 to CN 410099 inclusive;

CN 411000 to CN 411015 inclusive;  
CN 411017 to CN 411020 inclusive;  
CN 411022 to CN 411117 inclusive;  
CN 411119 to CN 411129 inclusive;  
CN 411132 to CN 411153 inclusive;  
CN 411156 to CN 411176 inclusive;  
CN 411178 to CN 411185 inclusive;  
CN 411187 to CN 411193 inclusive;  
CN 411195 to CN 411234 inclusive;  
CN 411236 to CN 411245 inclusive;  
CN 411247 to CN 411250 inclusive;  
CN 411252 to CN 411290 inclusive;  
CN 411292;  
CN 411294 to CN 411313 inclusive;  
CN 411315 to CN 411336 inclusive;  
CN 411338 to CN 411357 inclusive;  
CN 411359 to CN 411372 inclusive;  
CN 411374 to CN 411399 inclusive;

CN 411901 to CN 411904 inclusive;  
CN 411932;  
CN 411952;  
CN 411974;

CN 557440 to CN 557444 inclusive;  
CN 557446 to CN 557459 inclusive;  
CN 557461;  
CN 557463 to CN 557468 inclusive;

CN 557470 to CN 557514 inclusive;  
CN 557516 to CN 557519 inclusive;  
CN 557521 to CN 557532 inclusive;  
CN 557534 to CN 557545 inclusive;  
CN 557547;  
CN 557549 to CN 557571 inclusive;  
CN 557573 to CN 557588 inclusive;  
CN 557590 to CN 557592 inclusive;  
CN 557594 to CN 557604 inclusive;  
CN 557606 to CN 557622 inclusive;  
CN 557624 to CN 557642 inclusive;  
CN 557644 to CN 557647 inclusive;  
CN 557649 to CN 557659 inclusive;  
CN 557661 to CN 557669 inclusive;  
CN 557671 to CN 557678 inclusive;  
CN 557680 to CN 557702 inclusive; and  
CN 557704 to CN 557739 inclusive.

**194 100-ton Gondola Cars built in 1974 bearing the following marks and numbers:**

CN 137350 to CN 137379 inclusive;  
CN 137381 to CN 137389 inclusive;  
CN 137391 to CN 137406 inclusive;  
CN 137408 to CN 137449 inclusive;  
CN 137451 to CN 137487 inclusive;  
CN 137489 to CN 137542 inclusive; and  
CN 137544 to CN 137549 inclusive.

**241 100-ton 80'5" Container Flatcars built in 1974 bearing the following marks and numbers:**

CN 639200 to CN 639257 inclusive;  
CN 639259 to CN 639276 inclusive;  
CN 639278 to CN 639286 inclusive;  
CN 639288 to CN 639394 inclusive; and  
CN 639396 to CN 639444 inclusive.

**15 50-ton 89'4" Flush Deck Flatcars built in 1973 bearing the following marks and numbers:**

CNA 753200 to CNA 753214 inclusive.

**199    70-ton 52'8" Bulkhead Flatcars** built in 1973 bearing the following marks and numbers:

DWC 605600 to DWC 605660 inclusive;  
DWC 605662 to DWC 605679 inclusive; and  
DWC 605680 to DWC 605799 inclusive.

**29    100-ton 86'6" Boxcars** built in 1974 bearing the following marks and numbers:

CNA 795000 to CNA 795028 inclusive.

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RECORDATION NO. 16341-F

FILED

( SLX / CN Lease # 9 )

JUN 17 '99

2-00PM

**MEMORANDUM OF LEASE TERMINATION AND  
EQUIPMENT DISPOSITION** dated as of April 1, 1999 between  
**Newcourt Credit Group (Alberta) Inc.** ("Newcourt") and  
**Canadian National Railway Company** ("CN").

**WHEREAS**, SLX Canada Inc. (predecessor-in-interest to Newcourt [formerly known as Confederation West Leasing Inc.]) is the lessor, of the units of railroad rolling stock described on Schedule A hereto (the "Equipment"), under that certain Lease of Equipment # 9 dated as of March 1, 1989 (the "Lease") with CN as lessee;

**AND WHEREAS**, Newcourt acknowledges that CN has fully performed its obligations under the Lease.

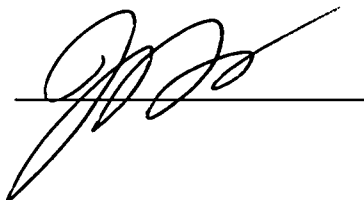
**IN WITNESS WHEREOF**, the parties wish to show for the public record that on the date first above written:

- 1) The Lease was terminated, by Newcourt and CN, in accordance with its terms;
- 2) Newcourt and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by Newcourt to CN, free and clear of all encumbrances arising through Newcourt pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

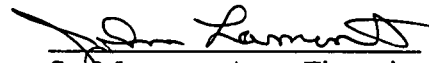
**NEWCOURT CREDIT GROUP  
(ALBERTA) INC.,**  
as lessor and seller

By:  
Its:



**CANADIAN NATIONAL  
RAILWAY COMPANY,**  
as lessee and buyer

By:  
Its:

  
Sr. Manager, Asset Financing

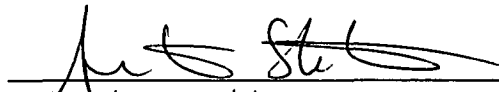
**Note:** On May 16, 1989 at 2:05 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 16341; and

On May 15, 1989 at 12:14 P.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

PROVINCE OF QUEBEC )  
 ) ss:  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of April 1, 1999  
between Newcourt and CN.*

On this 25th day of March, 1999, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Attorney / Avocat

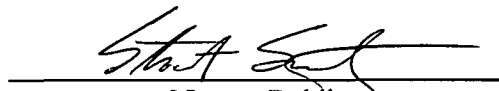
Bar #: 194066 -0

[Seal]

PROVINCE OF Ontario )  
 ) ss:  
CITY OF Toronto )

*In the matter of a Memorandum  
dated as of April 1, 1999  
between Newcourt and CN.*

On this 9<sup>th</sup> day of April, 1999, before me personally appeared John P. Stevens, to me personally known, who, being by me duly sworn, says that such person is Secretary of Newcourt Credit Group (Alberta) Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires: N/A

[Notarial Seal]

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